

# PROXY FORM

## IMPORTANT:

1. Alternate arrangements relating to, among others, attendance, submission of questions in advance and/or voting at the AGM are set out in the Notice of AGM dated 7 April 2022.
2. This Proxy Form is not valid for use by investors who hold shares in the Company ("Shares") through relevant intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore, including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the AGM to specify voting instructions.

## Personal Data Privacy

By submitting an instrument appointing a proxy, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 7 April 2022.

## Banyan Tree Holdings Limited

(Incorporated in the Republic of Singapore)

(Company Registration No. 200003108H)

I/We, \_\_\_\_\_ (Name)  
of \_\_\_\_\_ (Address)

being a member/members of Banyan Tree Holdings Limited (the "Company"), hereby appoint the chairman of the AGM (as defined below) as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting (the "AGM") of the Shareholders of the Company to be held by way of electronic means on Friday, 29 April 2022 at 2.30 p.m. and at any adjournment thereof. I/We direct my/our proxy to vote for or vote against (or to abstain from voting on) the Resolutions to be proposed at the AGM as indicated hereunder.

Members should specifically indicate in this Proxy Form how they wish to vote for or against (or abstain from voting on) the resolutions to be tabled at the AGM. If no specific direction as to voting or abstention is given, the proxy will vote or abstain from voting at his discretion, as he will on any matter arising at the AGM and at any adjournment thereof.

Resolution No.	Resolution relating to:	No. of Votes For*	No. of Votes Against*	No. of Votes Abstain*
<b>As Ordinary Business</b>				
1	Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2021 and the Independent Auditor's Report thereon			
2	Re-election of Directors pursuant to Regulations 100 and 101 of the Constitution of the Company (the "Constitution")	(i) Mr Ho KwonPing		
		(ii) Mr Chew Van Hoong Jason		
		(iii) Mrs Karen Tay Koh		
3	Re-election of Directors pursuant to Regulation 106 of the Constitution	(i) Ms Parnsiree Amatayakul		
		(ii) Mr Lien Choong Luen		
4	Approval of Directors' Fees			
5	Re-appointment of Ernst & Young LLP as Auditor			
<b>As Special Business</b>				
6.1	Authority to issue new Shares			
6.2	Authority to grant awards and allot and issue Shares pursuant to vesting of awards under the Banyan Tree Share Award Scheme 2016			
6.3	The Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions			
6.4	The Proposed Renewal of the Share Buyback Mandate			

\* If you wish to exercise all your Votes "For", "Against" or to "Abstain", please indicate with a "✓" within the box provided. Alternatively, please indicate the number of Votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Total number of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

**Important: Please read notes on the reverse carefully before completing this form.**

1<sup>st</sup> fold along line

Affix  
postage  
stamp

**Banyan Tree Holdings Limited**  
**c/o Boardroom Corporate & Advisory Services Pte Ltd**  
1 Harbourfront Avenue Keppel Bay Tower #14-07  
Singapore 098632  
Attention: Company Secretary

2<sup>nd</sup> fold along line

**Notes:**

1. Please insert the total number of shares of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the Shares held by you.
2. In accordance with the alternative arrangements under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, Shareholders will not be able to attend the AGM in person. Shareholders (whether individual or corporate) who wish to have their votes cast at the AGM must submit a proxy form appointing the chairman of the AGM ("**Chairman**") as their proxy to vote on his/her/its behalf.
3. The Chairman need not be a member of the Company.
4. The instrument appointing the Chairman as proxy must be deposited with the Company: (i) via post to the Share Registrar's office at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632, or (ii) via electronic mail to [ir@banyantree.com](mailto:ir@banyantree.com) (e.g. a clear scanned signed form in PDF) and received by the Company by 2.30 p.m. on 26 April 2022 (being 72 hours before the time fixed for the AGM).
5. The instrument appointing the Chairman as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner as may be approved by the Directors, if the instrument is submitted by electronic communication.
6. Where an instrument appointing the Chairman as proxy is signed by an attorney on behalf of the appointor, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
8. This Proxy Form is not valid for use by investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the AGM to specify voting instructions. Refer to the Notice of AGM dated 7 April 2022 for further instructions.